

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF SOUTH DAKOTA**

---

In re:

VEBLEN EAST DAIRY  
LIMITED PARTNERSHIP,

Bky Case No. 10-\_\_\_\_\_  
Chapter 11

Debtor.

---

**STATEMENT REGARDING PARTNERSHIP RESOLUTIONS**

---

The undersigned is the Managing Partner of The Dairy Dozen – Veblen, LLP (the “Partnership”), which is the general partner of Veblen East Dairy Limited Partnership (“Veblen East”). The following resolutions were duly adopted by a majority of the partners of the Partnership measured by financial interest.

“WHEREAS, it is in the best interest of the Partnership and Veblen East to file voluntary petitions in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

NOW, THEREFORE, be it resolved, that Veblen East is authorized to engage Steven Nerger of Silverman Consulting as Chief Restructuring Officer (“CRO”) of Veblen East. The CRO shall have authority to manage the financial operations and oversee the day-to-day operations of Veblen East.

BE IT FURTHER RESOLVED, that Steven Nerger, the CRO of Veblen East, be and hereby is, authorized and directed to execute and deliver all documents necessary to perfect the filing of a chapter 11 voluntary bankruptcy case in the United States Bankruptcy Court on behalf of the limited partnership and all documents necessary during the administration of the bankruptcy case; and

BE IT FURTHER RESOLVED, that Steven Nerger, the CRO of Veblen East, be and hereby is, authorized and directed to appear in all bankruptcy proceedings on behalf of the limited partnership and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the limited partnership in connection with said bankruptcy proceedings; and


BE IT FURTHER RESOLVED, that Steven Nerger, the CRO of Veblen East, be and hereby is authorized and directed to employ Michael L. Meyer, attorney and the law firm of Ravich Meyer Kirkman McGrath Nauman & Tansey, A Professional Association, and Thomas Tobin and the law firm of Tonner, Tobin & King to represent Veblen East in said bankruptcy proceedings; and

BE IT FURTHER RESOLVED, that Steven Nerger, the CRO of Veblen East, be authorized and directed to take any and all action necessary to carry out the intent of the foregoing resolutions and to perform the limited partnership's obligations that arise as a result of the foregoing resolutions."

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF  
OF A LIMITED PARTNERSHIP**

I, Richard Millner, the Managing Partner of The Dairy Dozen – Veblen, LLP, declare under penalty of perjury that I have read the foregoing resolutions and they are true and correct to the best of my knowledge, information and belief.

Dated: July 2, 2010

  
\_\_\_\_\_  
Richard Millner